

VISIT...

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TM
**MARVEL
COMICS
GROUP**

NO. 20
WEEK ENDING
FEB. 23, 1977

IN FULL COLOUR!
THE NEWEST-AND GREATEST-SUPERHERO OF ALL!

CAPTAIN BRITAIN

10P

WE'RE IN **TIME!**
YOUR BROTHER
AND SISTER ARE
STILL **ALIVE!**

BUT THEY
WON'T BE FOR
**LONG--UNLESS WE
DEFEAT THEIR NAZI
KIDNAPPERS!**



Stan Lee
PRESENTS:

CAPTAIN BRITAIN!

IN WHAT MAY WELL BE BRITAIN'S DARKEST HOUR SINCE WORLD WAR II, SHE AGAIN ENCOUNTERS THE SINISTER SPECTRE OF NAZISM--A CANCEROUS EVIL THAT HAS ALREADY CLAIMED THE LIVES OF CAPTAIN BRITAIN AND CAPTAIN AMERICA, WHO NOW LIE IN STATE...

"WHILE THE WORLD GENTLY WEEPS!"

THE TIMES BRITAIN MOURNS FALLEN HEROES

London---Memorial services were held this morning in ST. PAUL'S CATHEDRAL for two champions of freedom, Captain America and Captain Britain.

The body of the former, a legendary hero of the Second World War, will be claimed later today by President Carter, today by American Air Force One, and then to London aboard Captain Britain, a new figure on the scene, about whom little was known prior to his untimely death at the hand of Neo-Nazi agents will be buried tomorrow at an undisclosed site.

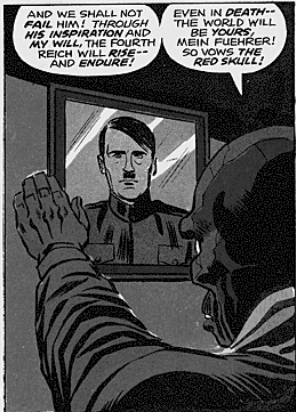


Italians win match of 'two paupers of Europe'

By John Galt, Paris

In a game we should have seen before it began, Italy won the match of the day, a football match between two paupers of Europe, Italy and France, in a game that was a real test of the two teams' ability to play under pressure. The match was a real test of the two teams' ability to play under pressure. The match was a real test of the two teams' ability to play under pressure.

WRITTEN BY GARY FRIEDRICH
DRAWN BY HERB TRIMPE
AND FRED KIDA
LETTERED BY T. WATANABE
COLOURED BY G. ROUSSOS
EDITED BY LARRY LIEBER





WELL, GENTLEMEN, HAVE YOU LOCATED THE SKULL? DO YOU KNOW WHERE HE PLANS TO ATTACK?

BUT, AT THAT SAME MOMENT, A TOP-LEVEL SECURITY SESSION IS TAKING PLACE AT TEN DOWNING STREET--

NOT YET, SIR. BUT WE HAVE EVERY AVAILABLE MAN WORKING ROUND-THE-CLOCK ON IT!



NOT GOOD ENOUGH! THE RED SKULL IS ONE OF THE MOST DANGEROUS MEN ALIVE--

--AND ALL YOU'VE UNEARTHED IS ONE PAWN IN HIS ORGANIZATION-- THE TRAITOR, RADCLIFFE!

...WHOM COLONEL FURY KILLED, THUS RENDERING HIM USELESS TO US!

"BACK IN 15H #18!"
--LARRY.



LOOK, I DON'T NEED A POST-MORTEM! I KNOW THE SCORE! I LET TWO OF OUR GUYS GET TOTALED--

--AND I ICED A CRUD WHO COULD'VE GIVEN US INFO!

BUT MY WALLOWING IN GUILT AIN'T GONNA UNDO WHAT'S BEEN DONE!

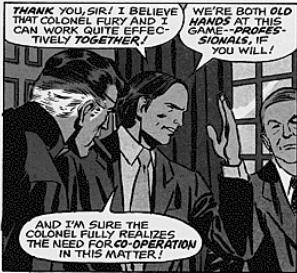
JUST TURN ME LOOSE--GIMME A FREE REIN, AND I PROMISE YOU I'LL FIND THE RED SKULL-- BEFORE HE MOVES INTO YOUR OFFICE!



I DISLIKE OUTBURSTS, COLONEL FURY! I'M HEAD OF A GOVERNMENT--

--THE GOVERNMENT OF A COUNTRY IN WHICH YOU ARE A VISITOR!

HOWEVER, I UNDERSTAND YOUR ANXIETY! I'LL CO-OPERATE WITH YOU AS BEST I CAN!



THANK YOU, SIR! I BELIEVE THAT COLONEL FURY AND I CAN WORK QUITE EFFECTIVELY TOGETHER!

WE'RE BOTH OLD HANDS AT THIS GAME--PROFESSIONALS, IF YOU WILL!

AND I'M SURE THE COLONEL FULLY REALIZES THE NEED FOR CO-OPERATION IN THIS MATTER!



OKAY, I GET THE MESSAGE! I'M IN YOUR BALL PARK, SO I'LL PLAY BY YOUR RULES!

IF YOU GET ANY LEAD, OLD BOY--I'LL BE ONLY TOO GLAD TO FOLLOW! NOW, MR. PRIME MINISTER, IF YOU'LL EXCUSE US--

BUT I GOT BIG FEET--SO DON'T STEP ON MY TOESIES IF I GET A HOT LEAD!

--THE COLONEL AND I SEEM TO HAVE A WORLD CRISIS TO HANDLE!

THEN, AS DARKNESS ENSHROUDS THE COUNTRYSIDE SOMEWHERE NORTH OF LONDON--

I MUST TELL FURY OF OUR PLAN TO LET THE SKULL THINK WE'RE DEAD, SO WE CAN TAKE HIM BY SURPRISE!

ARE YOU SURE THAT HOSPITAL IS THE CLOSEST PLACE WITH A PHONE?

IT'S THE ONLY PHONE FOR BETTER THAN A MILE!

12
28
ark
ingham 48)
ster

LIGHTS! THERE'S A CAR TURNING THE BEND!

WE MUSTN'T LET THE DRIVER OR ANYONE ELSE SEE US!

WE'D BETTER GET OFF THE ROAD!

HURRY, BEFORE THE DRIVER SPOTS US!

I'M RIGHT WITH YOU, SON!

UH, OH-- HE'S STOPPED! HE MUST HAVE SEEN US!

DUCK DOWN AND DON'T MAKE A SOUND!

THAT'S ODD! I COULD SWEAR I SAW TWO MEN LEAP OFF THE ROAD!

BUT THERE'S NOT THE SLIGHTEST SIGN OF ANYONE DOWN THERE!

WELL, I SAW NOTHING! SO LET'S BE OFF! I WON'T BE LATE FOR THE THEATRE BECAUSE YOU SUFFER FROM NIGHT VISION!

OH, VERY WELL! BUT MY EYES WEREN'T PLAYING TRICKS ON ME! I EVEN SAW WHAT THOSE MEN WERE WEARING!

THEY WERE DRESSED IN COSTUMES--RED AND BLUE, I THINK! WOULDN'T IT BE SOMETHING IF--

OH, FOR GOODNESS SAKE, HUSH UP! EVERYONE KNOWS THOSE CHAPS ARE DEAD!

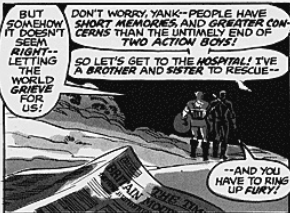
IF YOU SAY OTHERWISE, PEOPLE WILL THINK YOU'RE DAFT!



DID YOU HEAR WHAT THEY SAID ABOUT MEN IN COSTUMES-- BEING DEAD?

YES--AND IF THE PUBLIC DOESN'T SUSPECT THE TRUTH, THE SKULL MOST LIKELY WON'T, EITHER!

A4
Lincoln
Newark
(Notting
Leicestershire)

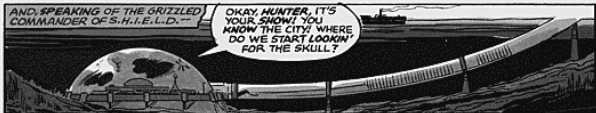


BUT SOMEHOW IT DOESN'T SEEM RIGHT-- LETTING THE WORLD GRIEVE FOR US!

DON'T WORRY, YANK-- PEOPLE HAVE SHORT MEMORIES, AND GREATER CONCERNS THAN THE UNTIMELY END OF TWO ACTION BOYS!

SO LET'S GET TO THE HOSPITAL! I'VE A BROTHER AND SISTER TO RESCUE--

--AND YOU HAVE TO RING UP FURY!



AND, SPEAKING OF THE GRIZZLED COMMANDER OF S.H.I.E.L.D.---

OKAY, HUNTER, IT'S YOUR SHOW! YOU KNOW THE CITY! WHERE DO WE START LOOKIN' FOR THE SKULL?



DOCKLANDS IS OUR BEST BET!

WE'VE HAD NUMEROUS REPORTS OF NAZI ACTIVITY THERE RECENTLY!



THIS IS OUR COMMAND BOARD! THE FLASHING LIGHTS SHOW THE EXACT POSITION OF ALL OUR KEY AGENTS IN THE CITY!

AS YOU CAN SEE, I'VE ALREADY ORDERED A HEAVY CONCENTRATION OF MEN AROUND DOCKLAND!



AS SOON AS THOSE CHAPS LEARN SOMETHING DEFINITE--

--IT WILL BE FLASHED DIRECTLY TO OUR R.C.C.* HERE, AND WE'LL GET RIGHT ON IT!

UNTIL THEN, ALL WE CAN DO IS SIT TIGHT-- AND WAIT FOR SOMETHING TO POP!

*RAPID COMMUNICATIONS CENTRE--LARRY.

MEANWHILE, AT A SMALL HOSPITAL NOT FAR FROM THE BOMBED-OUT RUINS OF BRADDOCK MANOR--

IT'S JAMIE AND BETSY! THANK HEAVEN THEY'RE STILL ALIVE!

YEAH--BUT CAN WE KEEP THEM THAT WAY?

I MEAN, IF WE JUST BURST IN THERE--WE MIGHT NOT HAVE TIME TO STOP THE GUARDS FROM SHOOTING THEM!



BUT BE CERTAIN YOU DIVERT ALL THE GUARDS!

IT WOULD ONLY TAKE ONE OF THOSE CREEPS TO SNUFF YOUR BROTHER AND SISTER!

DON'T WORRY, I KNOW WHAT'S AT STAKE! I WON'T BOTCH IT!

--NOT WHILE THE LIVES OF MY FAMILY HANG IN THE BALANCE!



BUT ENOUGH REFLECTING! IT'S TIME TO MAKE THE SKULL'S HENCHMEN LOWER THEIR GUARD...

--AND THAT'S A JOB, NOT FOR A FORMIDABLE SUPER-HERO...

...BUT FOR A HARMLESS LOOKING CIVILIAN!



RIGHT! WE'LL NEED A DIVERSION!

I THINK I HAVE THE ANSWER! WAIT HERE--AND WHEN THE GUARDS ANSWER THE DOOR--YOU COME THROUGH THE WINDOW!

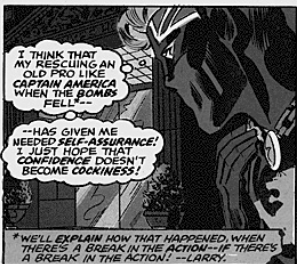
GOOD IDEA!



I THINK THAT MY RESCUING AN OLD PRO LIKE CAPTAIN AMERICA WHEN THE BOMBS FELL--

--HAS GIVEN ME NEEDED SELF-ASSURANCE! I JUST HOPE THAT CONFIDENCE DOESN'T BECOME COCKINESS!

*WE'LL EXPLAIN HOW THAT HAPPENED, WHEN THERE'S A BREAK IN THE ACTION--IF THERE'S A BREAK IN THE ACTION! --LARRY.



NICE TO KNOW THE AMULET STILL WORKS! I HADN'T USED IT FOR SO LONG, I WONDERED IF IT WERE STILL EFFECTIVE!

AND NOW, BRIAN BRADDOCK, LET'S SEE IF YOU CAN BLUFF YOUR WAY TO THE TARGET--

--SO CAPTAIN AMERICA WILL BE FREE TO ATTACK!



PULSE-POUNDING MOMENTS LATER, BRIAN REACHES THE END OF THE HOSPITAL CORRIDOR...

LUCKY IT'S SO LATE AT NIGHT-- THERE'S ALMOST NO ONE ABOUT.

THIS IS THE ROOM. NOW TO GO INTO MY ACT!

YOU MUST HELP ME, DOCTOR! I'M BEING HELD HERE AGAINST MY WILL!

THEY SAY I'M INSANE! BUT I'M NOT! I'M NOT!

LOOKS LIKE AN INMATE GOT LOOSE!

HE MIGHT BE DANGEROUS! WE'D BETTER RETURN HIM TO HIS ROOM!

BUT AS THE UNSUSPECTING GUARDS RUSH AT THE "DECOY"...

IT WAS A TRICK!

AND IT WORKED, MEATBALL!

BLASH!

KRAK!
BLAM!

AND AS BRIAN'S ACT BOUGHT TIME FOR CAPTAIN AMERICA TO STRIKE...

...CAP'S ATTACK NOW GIVES BRIAN TIME TO AGAIN BECOME...

...CAPTAIN BRITAIN!

I'M TAKING OVER YOUR PATIENTS, NOW, DOCTOR--

--AND PUTTING YOU OUT OF BUSINESS!

PING!
PING!

BAM!
BAM!

THO!

UNNNHH!

GOOD SHOW, CAP!

NOW I'LL JUST RING DOWN THE FINAL CURTAIN!

WHY!
WHY!
MP!

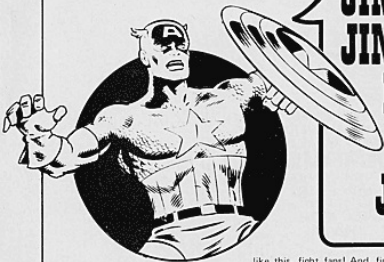
THEN, WHEN THE SMOKE CLEARS...

BRIAN! IS IT YOU?--REALLY YOU?

THEY SAID ON THE TELLY THAT YOU'D BEEN KILLED!

ARE YOU REALLY MY BROTHER-- BRIAN BRADDOCK! OR ARE YOU SOMEONE ELSE, DRESSED IN CAPTAIN BRITAIN'S COSTUME?!

NEXT WEEK!
"THEY'VE KIDAPPED THE PRIME MINISTER!"



ITEM! We're going to paraphrase a rather well-known pop song by an ex-Beatle this week, to tip you off to the title of our latest and perhaps greatest Captain Britain epic ever, "While the World Gently Weeps!" That's right, the world is in mourning for our Captains two, in the pages of **CAPTAIN BRITAIN #20!**



And, in the fascinating feature known as the **Fantastic Four**, Ben Grimm and Johnny Storm take off for South America, in a snappy story called "Three Stood Together!" The big surprise guest-star this time is the bombastic Black Panther, Prince of Wakanda and a full-fledged king in his own right! You've never seen action

like this, fight fans! And, finally, still between the colourful covers of this same magnificent magazine, Nick Fury — Director of S.H.I.E.L.D. — strives mightily to avert Earthdeath in another Steranko story of surpassing imagination! Yes, all this and more awaits you in **CAPTAIN BRITAIN #20** — miss it at your own risk!

ITEM! PLANET OF THE APES #123 is our really big news item this week, wondrous ones! It's the wrap-up of the malevolent mutants' so-called "Assault on Paradise," as well as of Conan's adventure in the city of mists — and it also features, in its entirety, the conclusion of **BENEATH THE PLANET OF THE APES!** Now, while that's easily news enough to take many a simian stalwart's breath away, it is not the real news at all! No, sirree! As it turns out, **APES #123** is our very last issue — and with good reason, 'cause wait'll you hear what we've got in store for upcoming weeks! No, Smilin' Stan isn't getting his own book, but it's almost as exciting as that! To begin with, next week the Apes series will move to **MIGHTY WORLD OF MARVEL!**

guest-appearance in the Hulk's series, **MIGHTY WORLD OF MARVEL #230**, in a double-length tale titled "And Man-Thing Makes Three!" It all happens in the floozy Florida Everglades, after jade-jaws falls from a spaceship — and if ya wanna know more than that, pal, ya gotta read the blamed story! Daredevil and Captain Marvel strive independently against forces of fear in fights for their very lives! It's a classic issue, and we did it all for you, the literate comics reader!

ITEM! SUPER SPIDER-MAN AND THE TITANS #211 features a nutty new villain named the Mirage, who pays an uninvited visit to the marriage of Betty Brant and Ned Leeds! But you know what they say: "On a Clear Day, You Can See . . . the Mirage!" Meanwhile, the Avengers take the "Measure of a Man," as the Vision strikes out against the Grim Reaper and the Space Phantom, but still manages to save the day! Captain America, Iron Man and the Invaders all prance through their polepounding paces, and in addition there's a scintillatin' centrespread of the Uncanny Inhumans by Dancin' Dave Menzel and Fluffy Duffy Vohland! So long, folks — and we'll see ya next week!



ITEM! the macabre Man-Thing makes a great big

MOVE OVER **HULK!** HERE COME THE **APES!**



*THE
INCREDIBLE HULK!*

THAT'S RIGHT,
TRUE BELIEVERS--
**MIGHTY WORLD OF
MARVEL**
IS NOW BETTER
THAN EVER!
FOUR BIG FEATURES
ALL FOR
YOU!

**PLANET OF
THE APES!**



DAREDEVIL--



---THE
MAN
WITHOUT
FEAR!..

LOOK
FOR IT AT
YOUR LOCAL
NEWS AGENTS!
ON SALE

THE WEEK OF
FEB. 24-MAR. 2

**THE SENSATIONAL
CAPTAIN MARVEL!**



THE FABULOUS F.F. BATTLE FOR THE EARTH--AND FOR THE SOUL OF MAN!

THREE STOOD TOGETHER!

BEN--
FOR PETE'S
SAKE--
CUT IT OUT!

AN ARCHETYPICAL AUTUMN
AFTERNOON:
THEN SUDDENLY, THE BLISS-
FUL, NOVEMBER QUIET IS
RUDELY INTERRUPTED BY--

NOT FOR
PETE'S SAKE--
NOT FOR
ANYBODY'S!

YOU'VE
HAD IT,
JUNIOR!

THRAKK!

STAN LEE EDITOR	ROY THOMAS WRITER	JOHN BUSCEMA ARTIST
JOE SINNOTT INKER	ARTIE SIMAK LETTERER	



NOW YOU'VE DONE
IT, YOU OVER-
GROWN GORILLA.

THAT
HUNK OF
GRANITE
MIGHT'VE
MISSED
ME--



--BUT IT'S NOT GONNA BE SO
OBLIGING TO THE CROWDS IN
THE STREET BELOW!



ONLY CHANCE--
IS TO MELT IT
BEFORE IT
FALLS--LIKE SO.

'COURSE,
THAT STILL
LEAVES
THE LITTLE
MATTER OF
A RAIN OF
MOLTEN
LAVA--



--WHICH IS
DEFINITELY
HAZARDOUS
TO SOMEBODY'S
HEALTH.



BUT, A
FEW WELL-
AIMED
FIRE-
BALLS--



--SHOULD
FUNNEL
IT INTO THOSE
HUGE
INDUSTRIAL
CHIMNEYS--

--WHERE THE
COMBINED HEAT
WILL TURN THE
WHOLE MISH-
MOSH, FASTER
THAN YOU CAN
SAY CHIMNEY-
SWEEP.



OR, IF IT
DOESN'T,
IT'LL BE THE
FIRST TIME
THE AIR
POLLUTED A
FACTORY!

AND, NOW
THAT THAT'S
TAKEN
CARE OF,
GRUESOME--

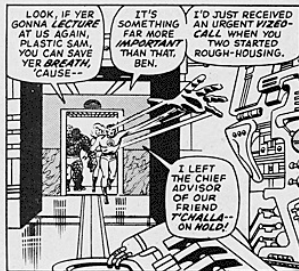
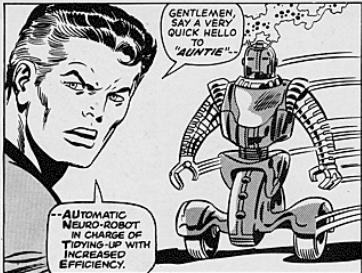
--I'M GONNA
MAKE YOU
REGRET YOU
EVER
STARTED
THIS FREE-
FOR-ALL.



YOU GOT IT
ALL BACK-
WARD,
MATCH-HEAD.

IT WAS
YOU
STARTED
THIS
RHUBARB.





--FOR TROUBLING YOU WITH WHAT WOULD ORDINARILY BE AN INTERNAL MATTER OUR TRIBE COULD HANDLE.

BUT, THIS IS HARDLY AN ORDINARY SITUATION--AS I TRUST YOU'LL SOON AGREE.

WE'RE ALL EARS, TAKU. PROCEED.

"ONLY A FEW DAYS PAST, A SMALL PRIVATE PLANE CRASH-LANDED AMID THE JUNGLE WHICH SURROUNDS OUR DOME-HIDDEN LAND...ITS TWO OCCUPANTS UNSCATHED, BUT SEEMINGLY SHAKEN.

"SUCH IS OUR CHIEFTAIN'S KINDNESS, THAT HE DEFIED ALL CONVENTION--AND BROUGHT THEM INTO OUR MIDST TO RECOVER...

A RANDOM PHRASE, OVER-HEARD BY THE GUARD THEY FELLED, REVEALED THEIR INTENT TO SELL THE VIBROTRON TO SOMEONE WHO WOULD MEET THEM IN NEIGHBORING RUDYARDA.

GREAT T'CHALLA PURSUED THEM THERE...ALONE.

THAT WAS...TWO DAYS AGO.

SINCE THAT TIME...WE'VE HAD NO WORD FROM HIM.

GAZE CAREFULLY UPON THE FEATURES OF THESE TWO MEN, WHO YOU ARE THE SWORN BLOOD-BROTHERS OF THE WAKANDA TRIBE.

UPON YOUR FINDING THEM...AND FINDING THEM QUICKLY...MAY DEPEND THE FATE OF THE WORLD.

ALLOW ME TO ELABORATE...

"THAT SELFSAME NIGHT, IN A MANNER WHICH CAN ONLY HAVE BEEN CAREFULLY PLANNED, THEY REPAID THAT KINDNESS BY STEALING A DEVICE WHICH OUR KING HAD RECENTLY DEVELOPED... A DEVICE CALLED THE VIBROTRON...

"...AN INSTRUMENT WHICH WILL GREATLY AUGMENT THE POWER OF OUR LAND'S GREATEST RESOURCE... VIBRANIUM!

"WITH IT THEY FLED INTO THE JUNGLE...

SOUNDS FISHY, AWRIGHT, BUT YOU WAKANDAS AINT EXACTLY A BACKWARD NATION, Y'KNOW.

HOW COME YOU COME CRYIN' TO US, STEADA CHARGIN' AFTER THE PANTHER VESSELVES?

YOU WOULD NOT ASK SUCH AN ILL-CONSIDERED QUESTION, BEN GRIMM--

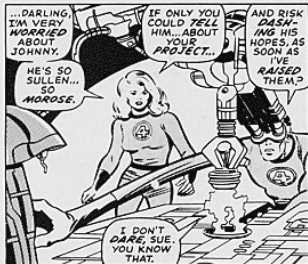
--IF YOU WERE WELL-VERSED IN THE HISTORY OF THE REPUBLIC OF RUDYARDA--

**MUTANTS
BATTLE
APES
TO THE INCREDIBLE
CONCLUSION!**

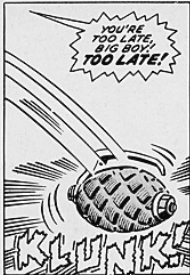
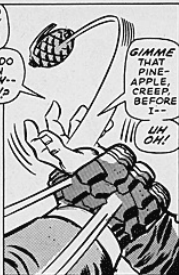
**OUT
NOW!**

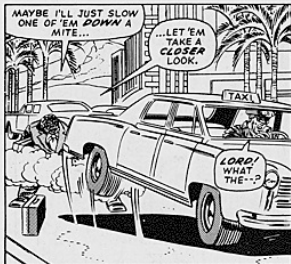


9p











CONTINUED NEXT ISH!

Tell it to The CAPTAIN!



BRING BACK MARIE SEVERIN!

Dear Chris, Herb and Fred,
Captain Britain. Wow! After the first page I was hooked. It comes to Britain in the Marvel style. Okay, so some of the dialogue is corny, but the trend of the story is good. The Reaver is a one-time villain and giving him powers was a mistake as he was doing fine anyway.

Herb's art is superb, as always, but it was spoilt in issue three by this Roussos character. Bring back Marie Severin. The strip needs to be in colour because it loses its effect in black and white. This can be seen by the do-it-yourself colour page, which I dislike.

The covers have been good so far, but don't spoil them. The inside posters are fine, but don't spoil these either. The puzzle pages; not bad, but have them, say, every other week instead of weekly.

The FF and Nick Fury are good back-up features, try not to change

them unless it's with Howard the Duck.

All in all, another Marvel masterpiece.

Paul Booth,
4 Bancroft Way,
St. Albans, Herts.

The news we have for you couldn't be better, Paul. We passed your letter around the Bullpen and everyone agreed to follow your dictums. Congratulations!

WE WANT HOWARD

Dear Stan and the Marvel Madmen,

Your new mag, Captain Britain, is a true masterpiece. Chris Claremont does a great job on the scripting and Herbie Trimpe and Fred Kida's artwork is fantastic.

Anyway, you've done what you always said was impossible, that is, bringing colour into one of your merry mags. This is a great improvement as it makes the artwork much clearer, I

hope you will be able to do the same for some of your other mags. The FF are fab, but why not give this strip the colour instead of, or better still, as well as, S.H.I.E.L.D?

By the way, when is Howard the Duck going to appear in British Marvel?

Peter Vickers QNS,KOF.
560 Grange Road,
Gillingham, Kent.

Believe us, Pete. If we could put colour into all our mags, then colour there would be. But, as we've touched upon so many times before, it's all a question of costs. We argue out all the points yet again, we'll just content ourselves with the simple statement that we reckon it unquestionably better to have British Marvels without colour than to have no British Marvels at all. What the colour future of Cap Britain is going to be we can't forecast, but if we can maintain it then we most certainly shall.

CAPTAIN BRITAIN MAILBAG
MARVEL COMICS, TUBS HILL HOUSE,
SEVENDOKS, KENT





Stan Lee presents

**CAPTAIN
BRITAIN'S**

FUN PAGE

**CAPTAIN
BRITAIN
brings on
the BAD
GUYS!**

FILL IN THE NAMES OF
THE *BADDIES* WHO
HAVE BATTLED
CAPTAIN
BRITAIN or
THE
FANTASTIC
FOUR!

WE'LL
GIVE
YOU A
FREE
LETTER
IN EACH
NAME TO
HELP YOU!

by
OWEN
MCGRADY

LAST WEEK'S
SOLUTION:



STARTING NEXT WEEK

IN

**CAPTAIN
BRITAIN**

SPIDER-MAN TEAM-UP

EVERY WEEK YOUR FRIENDLY
NEIGHBOURHOOD WEBSPINNER
TEAMS UP WITH A MIGHTY
MARVEL SUPERHERO IN A SERIES
OF STORIES THAT ARE SO
EXCITING - EVEN THE BULLPEN CAN'T WAIT
TO READ 'EM!



NEXT WEEK:
SPIDEY MEETS THE MIGHTY
THOR

DON'T MISS THIS
FULL COLOUR
ALL-ACTION ADVENTURE!

IT'S IN **CAPTAIN BRITAIN**
NEXT WEEK!

EARTH DEATH!

IS SOMETHING
WRONG,
EARTHLING?
WHAT
IS IT?

A GOLDEN MAN FROM
OUTER SPACE HAS
LANDED IN NEW YORK--
AND SHIELD HAS BEEN
ASKED TO INVESTIGATE!

HE SAYS HE COMES IN
PEACE TO GIVE THE EARTH
A GIFT: THE PRISM OF
MIRACLES-- A GEM THAT
CAN GRANT MAN'S EVERY
WISH! BUT FURY AND
HIS CREW ARE SUSPICIOUS
OF THE ALIEN--AND FOR
GOOD REASON...

NICK!
LOOK!

STAN LEE--EDITOR
JIM STERANKO--PENCILLER
JOE SINNOTT--INKER
SAM ROSEN--LETTERER

AND, IN ANOTHER SECTION OF MANHATTAN, A TALL FIGURE IN AN ORIENTAL ROBE WATCHES THE SHIELD RANCHO ON A MINIATURE VID RECEPTOR...



"FURY SPEAKIN'! GUESS I OUGHTA BE TALKIN' TO YA FACE-TO-FACE! BUT I GOT A FILE IN PESH K HERE, SO IM SENDING THIS VID-CON TAP INSTEAD! BEEN TALKIN' TA SOME OF THE SHIELD BOYS 'BOUT MAKIN' JIMMY MOO A PART O' OUR TEAM AN' GOT A MIXED REACTION!"

"A COUPLE OF 'EM GOT THE IDEA YER STILL WRAPPED UP ABOUT THE GUY! THEY THINK I'D BE TAKIN' A CHANCE GETTIN' YOU INTO SHIELD, 'CAUSE YA STILL GOT IT IN FER ME! BUT I FIGURE THEY GOT IT WRONG! I GOT YOUR RECORDS IN FRONT'A ME NOW..."

"LOOKS LIKE YOU BEEN CUT OUT TA BE A SHIELD AGENT! COURSE I CAN'T MAKE UP YER MIND FOR YA! BUT I GOT A HUNCH THE F.B.I.'S LOSS WOULD BE OUR GAIN! SO LIKE I SAID..."



BUT, AT THAT VERY INSTANT, THE ALIEN STRANGER REALIZES HIS HUMAN GUEST HAS BEEN PENETRATED... AND WITH A MAD GRIN RELEASES A HORRIFYING BOLT OF LETHAL ENERGY AT THOSE STANDING BEFORE HIM...



NO! BOTH
OF 'EM...
CHARR'D TO A PILE
ASHES!



IT HAD TO BE DONE...
FOR THEY HAD DIS-
COVERED MY SECRET!
NO ONE MUST KNOW
BEFORE MY MISSION
IS ACCOMPLISHED!

THERE WAS A
QUICK DEATH!
NOW...



YOU ARE
NEXT,
EARTHLING!

MESSE... MISTER...
WHATEVER-YA-ARE...
BUT FIRST, I SWEAR
I'M GONNA KILL YA
FOR WHAT YA
JUST DID!



SO MESSE I
CAN'T STOP YA
FROM BLASTIN'
ME WITH ONE'A
THEM LIGHTNIN'
BOLTS...



BUT THIS MOLD
COCCOON PELLET'LL
DO THE JOB ALL
RIGHT! IN ANOTHER
SECOND YOU'LL BE...
NUH??



THAT HEADBAND...
NO USE MAKIN' A
GRAB FOR IT,
CREEP... YOU'LL
NEVER MAKE IT
NOW...



BUT NOTHING'S STOPPIN'
ME FROM TAKIN' IT
MYSELF AN...

I CHOKE!!

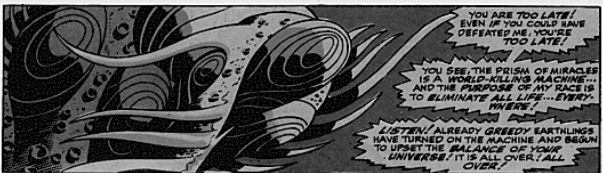


... AND, AS
FURY RIPS
THE THIN
CIRCLE OF
METAL
FROM THE
ALIENS HEAD,
HE GOES
THROUGH
AN UN-
BELIEVABLE
MUTATION...
SHRINKING,
WRITHING,
CHANGING,
TWISTING,
GROWING
... UNTIL HE
EMERGES
IN HIS
TRUE FORM...
AN UN-
DESCRIBABLE
CREATURE
FROM
ANOTHER
DIMENSION...



THE HEADBAND...IT TURNED HIM INTO A **HEMAN!** CAN IT TURN ME INTO AN **ALIEN**? ...SOME KINDA MONSTER LIKE HIM...BUT BIGGER... AN **STRONGER**...CAN IT?

THEN, A SPLIT MICRO-SECOND LATER, THE **BEING** THAT WAS ONCE COLONEL FURY IS GONE...AND IN HIS PLACE, A GIANTIC FIGURE FAR BEYOND DESCRIPTION OF MERE HUMAN WORDS...A FIGURE THAT LASHES OUT IN A SAVAGE FRENZY, BEGINNING A SPINE-CHILLING DUEL OF UNEARTHLY **GARGOYLE**...



YOU ARE TOO LATE! EVEN IF YOU COULD HAVE DEFEATED ME, YOU'RE TOO LATE!

YOU SEE, THE PRISM OF MIRACLES IS A WORLD-KILLING MACHINE... AND THE PURPOSE OF MY RACE IS TO ELIMINATE ALL LIFE...EVERYWHERE!

LISTEN! ALREADY GREEDY EARTHLINGS HAVE TURNED ON THE MACHINE AND BEGUN TO UPSET THE BALANCE OF YOUR UNIVERSE! IT IS ALL OVER! ALL OVER!





NICK FURY, AGENT OF...

SHIELD

A MARVEL
MASTERWORK
PIN-UP



...in intelligence in
U.S. tells a startling story: a KGB
me over to the West. His disclosures

...countries.
Nowhere
...they re-
...at Dec. 4, m's official
...specially w
...ated by Russian esp
... operating there

accused killer



STERANKO/

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ACTUAL SIZE 41" HIGH

NAME:

ADDRESS:

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... SPIDEY PUNCH BAGS

I enclose £.....